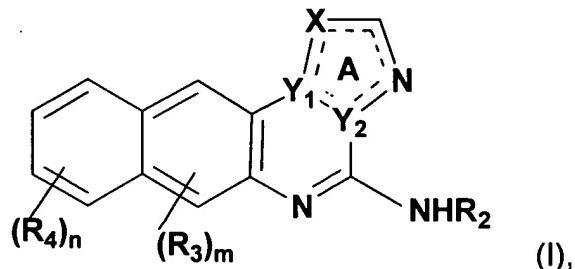


AMENDMENTS TO THE CLAIMS

Cancel Claims 16 to 19.

DETAILED LISTING OF ALL CLAIMS

1. (Original): A compound of the formula:



or a pharmaceutically-acceptable salt thereof, wherein

X is NR₁, CR₁, or S;

Y₁ and Y₂ are nitrogen or carbon, provided that

a) when X is CR₁, at least one of Y₁ and Y₂ is nitrogen, and b) when one of Y₁ and Y₂ is carbon, the other of Y₁ and Y₂ is nitrogen and/or X is NR₁ or S, so that ring A defines a five-membered heteroaryl ring having at least two heteroatoms;

R₁ is hydrogen, halogen, alkyl, substituted alkyl, cyano, OR₅, NR₅R₆, C(=O)R₅, CO₂R₅, or aryl;

R₂ is alkyl, substituted alkyl, alkenyl, alkynyl, alkoxy, alkylthio, aryl, heteroaryl, heterocyclo, cycloalkyl, or substituted cycloalkyl;

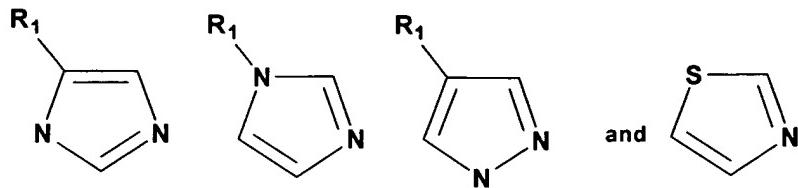
R₃ and R₄ are independently selected from halogen, alkyl, substituted alkyl, nitro, cyano, OR₇, NR₇R₈, C(=O)R₇, CO₂R₇, SR₇, C(=O)NR₇R₈, NR₇C(=O)R₈, NR₇C(=O)OR₈, S(O)_qR₇, NR₇SO₂R₈, and SO₂NR₇R₈;

R₅, R₆, R₇, and R₈ are independently selected from hydrogen, alkyl, substituted alkyl, and phenyl, or when attached to the same nitrogen atom (as in NR₅R₆ or NR₇R₈) may join together to form a heterocycle or heteroaryl; and

m, n and q are independently 0, 1, or 2.

2. (Original): The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which X is NR₁ or CR₁, and R₁ is hydrogen, lower alkyl, or trifluoromethyl.

3. (Original): The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which X, Y₁ and Y₂ are selected so that ring A defines one of:



4. (Original): The compound of claim 1 or a pharmaceutically-acceptable salt thereof, in which:

R₂ is C₁₋₄alkyl optionally substituted with OR₉ or NR₁₀R₁₁;

R₉ is hydrogen or lower alkyl; and

R₁₀ and R₁₁ are (i) independently selected from hydrogen, C₁₋₄alkyl, C₁₋₄substituted alkyl, and -(C=O)C₁₋₂alkyl, or alternatively (ii) together form a five to six membered heterocycle or heteroaryl.

5. (Original): The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which R₂ is C₁₋₂ alkyl optionally substituted with one of:

OH, NH₂, NH(C₁₋₂alkyl), N(C₁₋₂alkyl)₂, NH(C₁₋₂substituted alkyl), N(C₁₋₂substituted alkyl)₂, NH(C=O)C₁₋₂alkyl, or piperidinyl.

6. (Original): The compound of claim 1 or a pharmaceutically-acceptable salt thereof, in which R₂ is aryl having zero to three substituents selected from halogen, lower alkyl, trifluoromethyl, alkoxy, and nitro.

7. (Original): The compound of claim 1 or a pharmaceutically-acceptable salt thereof, in which

X, Y₁ and Y₂ are selected so that ring A defines one of pyrazolyl, imidazolyl, or thiazolyl;

R₁ is hydrogen, methyl, ethyl, or trifluoromethyl; and

R₂ is C₁₋₂alkyl optionally substituted with one of OH, NH₂, NH(C₁₋₂alkyl), N(C₁₋₂alkyl)₂, NH(C=O)C₁₋₂alkyl, or a five to six membered heterocycle.

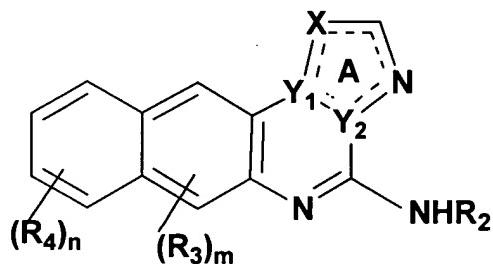
8. (Original): The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which R₃ and R₄ are selected from halogen, alkyl, substituted alkyl, nitro, cyano, OR₇, NR₇R₈, C(=O)R₇, CO₂R₇, SR₇, C(=O)NR₇R₈, NR₇C(=O)R₈, NR₇C(=O)OR₈, S(O)_qR₇, NR₇SO₂R₈, and SO₂NR₇R₈;

R₇ and R₈ are independently selected from hydrogen and alkyl; and

m and *n* are independently 0, 1, or 2, provided that *m* and *n* are not both 0.

9. (Original): The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which *m* and *n* are both 0.

10. (Original): A compound having the formula,



or a pharmaceutically-acceptable salt thereof, wherein

X is NR₁, CR₁, or S;

Y₁ and Y₂ are nitrogen or carbon, provided that:

a) when X is CR₁, at least one of Y₁ and Y₂ is nitrogen, and b) when one of Y₁ and Y₂ is carbon, the other of Y₁ and Y₂ is nitrogen and/or X is NR₁ or S, so that ring A defines a five-membered heteroaryl ring having at least two heteroatoms;

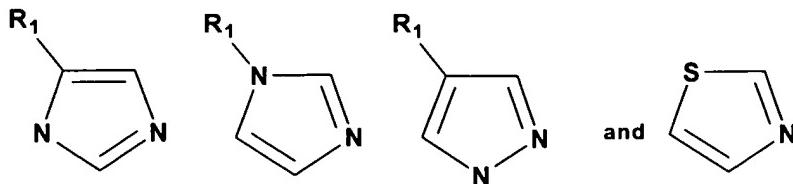
R₁ is hydrogen, halogen, lower alkyl, or trifluoromethyl;

R₂ is C₁₋₄ alkyl optionally substituted with a group selected from hydroxy, alkoxy, NH₂, NH(alkyl), N(alkyl)₂, NH(substituted alkyl), N(substituted alkyl)₂, and NH(C=O)alkyl, and heterocycle;

R₃ and R₄ are independently halogen, lower alkyl, substituted lower alkyl, nitro, cyano, alkoxy, amino, -CO₂H, -C(=O)H, or alkylthio; and

m and *n* are independently 0, 1, or 2.

11. (Original): The compound of claim 10, or a pharmaceutically-acceptable salt thereof, in which X, Y₁ and Y₂ are selected so that ring A defines one of:



12. (Original): The compound of claim 11, or a pharmaceutically-acceptable salt thereof, in which:

R₂ is C₁₋₂ alkyl optionally substituted with a group selected from OH, NH₂, NH(C₁₋₂alkyl), N(C₁₋₂alkyl)₂, NH(C₁₋₂substituted alkyl), N(C₁₋₂substituted alkyl)₂, and piperidinyl.

13. (Original): The compound of claim 1, selected from (i) benzo[g]-4-(2-N-methylaminoethylamino)-1-methylimidazo[1,2-a]quinoxaline; benzo[g]-4-methylamino-1-methylimidazo[1,2-a]quinoxaline; benzo[g]-4-(2-N-methylaminoethylamino)-1-methylpyrazolo[1,2-a]quinazoline; benzo[g]-4-methylamino-1-methylpyrazolo[1,2-a]quinozoaline; 1-methyl-4-methylaminobenzo(g)-imidazo(4,5-c)quinoline; 1-methyl-4-(2-N-methylaminoethylamino)benzo(g)imidazo(4,5-c)quinoline, 1-methyl-4-methylaminobenzo(g)-thiazolo(4,5-c)quinoline; 1-methyl-4-(2-N-methylaminoethylamino)benzo(g)thiazolo(4,5-c)quinoline; 1-Methyl-4-(2-hydroxyethylamino)benzo[g]imidazo[1,2-a]quinoxaline, 1-Methyl-4-(2-piperidin-1-yl-ethylamino)benzo[g]imidazo[1,2-a]quinoxaline; and (ii) a pharmaceutically-acceptable salt thereof.

14. (Original): A pharmaceutical composition comprising (a) at least one compound according to claim 1, or a pharmaceutically acceptable salt thereof, and (b) a pharmaceutically acceptable carrier or diluent.

15. (Original): A pharmaceutical composition comprising (a) at least one compound according to claim 10, or a pharmaceutically acceptable salt thereof, and (b) a pharmaceutically acceptable carrier or diluent.

16. (Cancelled): A method of treating an inflammatory or immune disease or disorder comprising administering to a mammal in need thereof a therapeutically-effective amount of at least one compound according to claim 1.

17. (Cancelled): A method of treating an inflammatory or immune disease or disorder comprising administering to a mammal in need thereof a therapeutically-effective amount of at least one compound according to claim 10.

18. (Cancelled): The method of claim 16 in which the inflammatory or immune disease is selected from rheumatoid arthritis, asthma, inflammatory bowel disease, chronic obstructive pulmonary disease, and psoriasis.

19. (Cancelled): The method of claim 16 in which the inflammatory or immune disease is HIV, HSV-1, breast cancer, prostate cancer, or Hodgkin's lymphoma.